

(2) The stock is that of the successor in a merger, unless:

(i) The merger alters the contract rights of the stock as expressly set forth in the charter, and the charter does not reserve the right to do so; or

(ii) The stock is to be changed or converted in whole or in part in the merger into something other than either stock in the successor or cash, scrip, or other rights or interests arising out of provisions for the treatment of fractional shares of stock in the successor.

SPECIAL VOTING REQUIREMENTS

3-601.

(A) IN THIS SUBTITLE, THE FOLLOWING WORDS HAVE THE MEANINGS INDICATED.

(B) "AFFILIATE", INCLUDING THE TERM "AFFILIATED PERSON", MEANS A PERSON THAT DIRECTLY, OR INDIRECTLY THROUGH ONE OR MORE INTERMEDIARIES, CONTROLS, OR IS CONTROLLED BY, OR IS UNDER COMMON CONTROL WITH, A SPECIFIED PERSON.

(C) "ASSOCIATE", WHEN USED TO INDICATE A RELATIONSHIP WITH ANY PERSON, MEANS:

(1) ANY CORPORATION OR ORGANIZATION (OTHER THAN THE CORPORATION OR A SUBSIDIARY OF THE CORPORATION) OF WHICH SUCH PERSON IS AN OFFICER, DIRECTOR, OR PARTNER OR IS, DIRECTLY OR INDIRECTLY, THE BENEFICIAL OWNER OF 10 PERCENT OR MORE OF ANY CLASS OF EQUITY SECURITIES;

(2) ANY TRUST OR OTHER ESTATE IN WHICH SUCH PERSON HAS A SUBSTANTIAL BENEFICIAL INTEREST OR AS TO WHICH SUCH PERSON SERVES AS TRUSTEE OR IN A SIMILAR FIDUCIARY CAPACITY; AND

(3) ANY RELATIVE OR SPOUSE OF SUCH PERSON, OR ANY RELATIVE OF SUCH SPOUSE, WHO HAS THE SAME HOME AS SUCH PERSON OR WHO IS A DIRECTOR OR OFFICER OF THE CORPORATION OR ANY OF ITS AFFILIATES.

(D) "BENEFICIAL OWNER", WHEN USED WITH RESPECT TO ANY VOTING STOCK, MEANS A PERSON:

(1) THAT, INDIVIDUALLY OR WITH ANY OF ITS AFFILIATES OR ASSOCIATES, BENEFICIALLY OWNS VOTING STOCK, DIRECTLY OR INDIRECTLY; OR

(2) THAT, INDIVIDUALLY OR WITH ANY OF ITS AFFILIATES OR ASSOCIATES, HAS:

(I) THE RIGHT TO ACQUIRE VOTING STOCK (WHETHER